

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

AFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

Veronique Millischer, deposes and says:

1. I am a partner of Baker & McKenzie SCP ("BMK SCP") which firm maintains offices at 32, avenue Kleber, BP 2112, 75771 Paris cedex 16, France. I am also a principal of Baker & McKenzie International, a Swiss Verein.
2. Neither I, "Veronique Millischer", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit .
3. "BMK SCP", has represented and advised the Debtors in France (years 2002-2005) with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and "BMK SCP" has agreed, to continue to represent and advice the Debtors pursuant tot section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "BMK SCP" proposes, to render the following services to the Debtors: services rendered in French Tax matters.
5. "BMK SCP"'s current fees arrangement is invoicing based upon time spent at hourly rates duly agreed with the Debtors (€500 per hour for a partner, between €250 and €400 for an associate depending on the experience).
6. Except as set forth herein, no promises have been received by "BMK SCP", or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office at the United States Trustee.

7. "BMK SCP" has no agreement with any entity to share with such entity any compensation received by "BMK SCP".

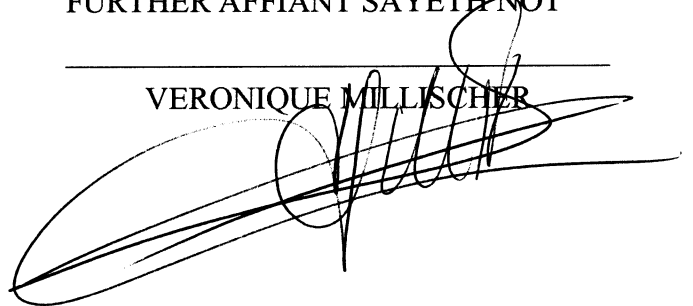
8. "BMK SCP" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "BMK SCP" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "Veronique Millischer", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "BMK SCP" is to be engaged.

10. The foregoing constitutes the statement of "BMK SCP" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

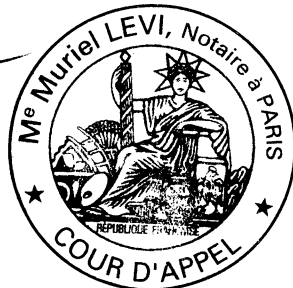
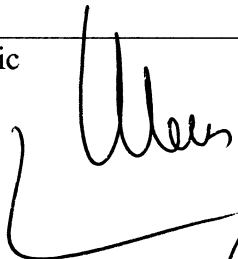
FURTHER AFFIANT SAYETH NOT

VERONIQUE MILLISCHER



Subscribed and sworn before me
this 17th day of January, 2006

Notary Public



Le soussigné Me Muriel Levi
notaire à Paris certifie la signature de M. Veronique MILLISCHER
apposée ci-contre
A Paris, le 17.01.2006

CERTIFICATE OF SERVICE

Christine Bergaglio, secretary, hereby certifies that on January 17, 2006, she served a copy of The Affidavit of Legal Ordinary Counsel Professional Veronique Millischer upon the following interested parties via first class mail:

Baker & McKenzie SCP
Attention: Veronique Millischer
32, avenue Kleber – BP 2112
75771 Paris Cedex 16, France

United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, NY 10044

Afaf Vicky Farah, Esq.
201 East Liberty Street
Ann Arbor, MI 48104

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022


Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606

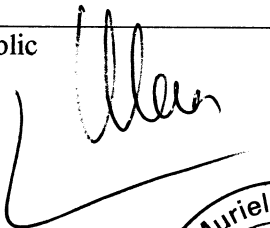
Davis Polk & Wardell
Attention: Marlane Mellican, Esq.
450 Lexington Avenue
New York, NY 10017

Dated: January 17, 2005


Christine Bergaglio
Secretary to Veronique Millischer
Baker & McKenzie SCP
32, avenue Kleber - BP 2112
75771 Paris Cedex 16, France

Subscribed and sworn before me
This 17th day of January, 2006

Notary Public



Le soussigné M^e *Muriel Levi*
notaire à Paris certifie la signa-
ture de M. *Christine BERGAGLIO*
apposée ci-contre
A Paris, le *17 01 2006*

